

| | Market No. | | | | |
|--|------------|---------|----|----------|----|
| New Mexico RSA No. 5 Limited Partnership TIN: 581838685 | 557B | KNKN366 | CL | 5/13/91 | VT |
| Ohio RSA #3 Limited Partnership TIN: 521774974 | 587B | KNKQ312 | CL | 7/23/91 | VT |
| Rockford MSA Limited Partnership TIN: 581739818 | 131B | KNKA477 | CL | 11/5/87 | VT |
| Southern Indiana RSA Limited Partnership TIN: 581918867 | 411B | KNKN388 | CL | 5/21/91 | VT |
| TIN: 581918867 | 409B | KNKN533 | CL | 4/15/91 | VT |
| TIN: 581918867 | 410B | KNKN926 | CL | 12/17/90 | VT |
| Texas RSA 10B3 Limited Partnership TIN: 581918873 | 661B3 | KNKN888 | CL | 4/17/91 | VT |
| Tuscaloosa Cellular Partnership TIN: 911442406 | 222A | KNKA783 | CL | 2/7/89 | VT |
| Virginia Cellular Limited Partnership TIN: 581603007 | 043B | KNKA306 | CL | 4/29/85 | VT |
| TIN: 581603007 | 059B | KNKA307 | CL | 5/2/85 | VT |
| TIN: 581603007 | 104B | KNKA379 | CL | 10/29/86 | VT |
| TIN: 581603007 | 235B | KNKA616 | CL | 12/23/87 | VT |
| TIN: 581603007 | 692B1 | KNKN806 | CL | 12/28/90 | VT |
| TIN: 581603007 | 689B | KNKN909 | CL | 1/2/91 | VT |
| TIN: 581603007 | 691B1 | KNKN948 | CL | 4/1/92 | VT |
| TIN: 581603007 | 688B1 | KNKQ289 | CL | 4/20/92 | VT |
| Virginia RSA 5 Limited Partnership TIN: 581918877 | 685B | KNKN919 | CL | 12/17/90 | SA |

PENDING PROCEEDINGS**Response to Item T59:****New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut)**

Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland) Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc. (Massachusetts Superior Court) Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

In Re Vermont RSA Limited Partnership (Vermont Environmental Board) While the following case is not reportable under this question, it is being disclosed for information purposes. In July 1998, the Board granted a petition by the town of Sharon,

Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**

Electronic Fee Audit Code
167552282731247
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY
Wireless - Cellular

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 295.00

(4) STREET ADDRESS LINE NO. 1
1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20036

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1
1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY
New York

(15) STATE
NY

(16) ZIP CODE
10036

(17) DAYTIME TELEPHONE NUMBER (include area code)
212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID
KNKN616

(20A) PAYMENT TYPE CODE (PTC)
C M C

(21A) QUANTITY
1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 295.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C
\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D
\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN
0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, (PRINT NAME) Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:
MASTERCARD

EXPIRATION DATE:
MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service**FCC Use Only****FILING FEE**

| (a) Fee Type Code | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| CMC | 1 | \$295.00 | \$ 295.00 | |

ASSIGNOR OR TRANSFEROR

| | | | |
|--|--|--|-------------------------------|
| T1. Name of Assignor or Transferor GTE Corporation | | T2. Voice Telephone Number 972-507-5000 | |
| T3. Assumed Name Used for Doing Business (if any) | | T4. Fax Telephone Number 972-507-5341 | |
| T5. Mailing Street Address or P.O. Box 1255 Corporate Drive, P.O. Box 152257 | | | |
| T6. City Irving | | T7. State TX | T8. Zip Code 75015 |
| T9. Name of Contact Representative (if other than Assignor or Transferor) Suzanne Carmel | | T10. Voice Telephone Number 202-463-5295 | |
| T11. Firm or Company Name GTE Service Corporation | | T12. Fax Telephone Number 202-463-5239 | |
| T13. Mailing Street Address or P.O. Box 1850 M Street, NW, Suite 1200 | | | |
| T14. City Washington | | T15. State DC | T16. Zip Code 20036 |

TYPE OF TRANSACTION

| | | |
|---|--|--|
| T17. This application requests (T) | Assignment of authorization | Consent to <u>T</u> ransfer of Control of Licensee |
| T18. How will assignment or transfer of control be accomplished? (S) | Sale or other transfer or assignment of stock | <u>O</u> ther |
| T19. This assignment of authorization or transfer of control of licensee is (V) | <u>V</u> oluntary | Involuntary |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) | Yes | <u>N</u> o |
| T21. Is local or state authorization required for this assignment or transfer of control? () | Yes | <u>N</u> o |

All necessary authorizations will be obtained.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK See Cover Application

| Stock | Number of Shares | Classification |
|-------------------------------|------------------|----------------|
| Shares to be transferred | T27. | T28. |
| Shares issued and outstanding | T29. | T30. |
| Shares authorized | T31. | T32. |

ASSIGNEE OR TRANSFEREE

| | | | |
|---|--|--|-------------------------------|
| T33. Name of Assignee or Transferee Bell Atlantic Corporation | | T34. Voice Telephone Number 212-395-2121 | |
| T35. Assumed Name Used for Doing Business (if any) | | T36. Fax Telephone Number 212-597-2587 | |
| T37. Mailing Street Address or P.O. Box 1095 Avenue of the Americas | | | |
| T38. City New York | | T39. State NY | T40. Zip Code 10036 |

NEW LICENSEE INFORMATION (No change in identity)

| | | | |
|--|--|--|-------------------------------|
| T41. Legal Name of Licensee GTE Pacifica Incorporated | | T42. Voice Telephone Number 202-463-5295 | |
| T43. Assumed Name Used for Doing Business (if any) | | T44. Fax Telephone Number 202-463-5239 | |
| T45. Mailing Street Address or P.O. Box c/o GTE Service Corporation, 1850 M Street, NW, Suite 1200 | | | |
| T46. City Washington | | T47. State DC | T48. Zip Code 20036 |
| T49. Taxpayer Identification Number 66 0539232 | | T50. Internet or e-mail address scarmel@dcoffice.gte.com | |

ALIEN OWNERSHIP


| | | | |
|---|-------|-----|----|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government? | (N) | Yes | No |
| T52. Is the assignee or transferee an alien or the representative of an alien? | (N) | Yes | No |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government? | (N) | Yes | No |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) | Yes | No |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | (N) | Yes | No |

BASIC QUALIFICATIONS


| | | | |
|--|-------|-----|----|
| T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) | Yes | No |
| T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | Yes | No |
| T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | Yes | No |
| T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (Y) | Yes | No |

See Exhibit 1

ASSIGNOR OR TRANSFEROR CERTIFICATION

| | |
|---|---|
| <p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p> | |
| T60. Typed Name of Person Signing William P. Barr | T61. Title Exec. Vice Pres. & General Counsel |
| T62. Signature  | T63. Date 9/30/98 |

ASSIGNEE OR TRANSFeree CERTIFICATION

| | | | |
|---|---|--|--|
| <p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p> | | | |
| T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation | | | |
| T65. Typed Name of Person Signing James R. Young | T66. Title Exec. Vice Pres. & General Counsel | | |
| T67. Signature  | T68. Date 10/1/98 | | |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p> | | | |

PENDING PROCEEDINGS

Response to Item T59:

New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut)

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**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**
Electronic Fee Audit Code
167552282741715
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY

Wireless - Paging

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 4,525.00

(4) STREET ADDRESS LINE NO. 1
1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20036

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1
1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY
New York

(15) STATE
NY

(16) ZIP CODE
10036

(17) DAYTIME TELEPHONE NUMBER (include area code)
212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID
KAD928

(20A) PAYMENT TYPE CODE (PTC)
C M D

(21A) QUANTITY
1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 295.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID
KAL875, et al.

(20B) PAYMENT TYPE CODE (PTC)
C A D

(21B) QUANTITY
94

(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$ 4,230.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN
0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, (PRINT NAME) Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:
MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| CMD | 1 | \$295.00 | \$ | |
| CAD | 94 | 45.00 | 4,525.00 | |

ASSIGNOR OR TRANSFEROR

| | | | |
|--|--|--|-------------------------------|
| T1. Name of Assignor or Transferor GTE Corporation | | T2. Voice Telephone Number 972-507-5000 | |
| T3. Assumed Name Used for Doing Business (if any) | | T4. Fax Telephone Number 972-507-5341 | |
| T5. Mailing Street Address or P.O. Box 1255 Corporate Drive, P.O. Box 152257 | | | |
| T6. City Irving | | T7. State TX | T8. Zip Code 75015 |
| T9. Name of Contact Representative (if other than Assignor or Transferor) Suzanne Carmel | | T10. Voice Telephone Number 202-463-5295 | |
| T11. Firm or Company Name GTE Service Corporation | | T12. Fax Telephone Number 202-463-5239 | |
| T13. Mailing Street Address or P.O. Box 1850 M Street, NW, Suite 1200 | | | |
| T14. City Washington | | T15. State DC | T16. Zip Code 20036 |

TYPE OF TRANSACTION

| | | |
|---|--|---|
| T17. This application requests (T) | <u>Assignment of authorization</u> | <u>Consent to Transfer of Control of Licensee</u> |
| T18. How will assignment or transfer of control be accomplished? (S) | <u>Sale or other transfer or assignment of stock</u> | <u>Other</u> |
| T19. This assignment of authorization or transfer of control of licensee is (V) | <u>Voluntary</u> | <u>Involuntary</u> |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) | <u>Yes</u> | <u>No</u> |
| T21. Is local or state authorization required for this assignment or transfer of control? () | <u>Yes</u> | <u>No</u> |

All necessary authorizations will be obtained.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK See Cover Application

| Stock | Number of Shares | Classification |
|-------------------------------|------------------|----------------|
| Shares to be transferred | T27. | T28. |
| Shares issued and outstanding | T29. | T30. |
| Shares authorized | T31. | T32. |

ASSIGNEE OR TRANSFEREE

| | | | |
|---|--|--|-------------------------------|
| T33. Name of Assignee or Transferee Bell Atlantic Corporation | | T34. Voice Telephone Number 212-395-2121 | |
| T35. Assumed Name Used for Doing Business (if any) | | T36. Fax Telephone Number 212-597-2587 | |
| T37. Mailing Street Address or P.O. Box 1095 Avenue of the Americas | | | |
| T38. City New York | | T39. State NY | T40. Zip Code 10036 |

NEW LICENSEE INFORMATION (No change in identity)

| | | | |
|---|--|---|------------------------------------|
| T41. Legal Name of Licensee See Exhibit 1 | | T42. Voice Telephone Number 972-718-1058 | |
| T43. Assumed Name Used for Doing Business (if any) | | T44. Fax Telephone Number 972-718-1236 | |
| T45. Mailing Street Address or P.O. Box MC: HQB07A12, P.O. Box 152210 | | | |
| T46. City Irving | | T47. State TX | T48. Zip Code 75015-2210 |
| T49. Taxpayer Identification Number See Exhibit 1 | | T50. Internet or e-mail address debra.kaczkowski@telops.gte.com | |

ALIEN OWNERSHIP

| | | | |
|--|-------|-----|----|
| T51. Is the assignee or transferee a foreign government or the representative of any foreign government? | (N) | Yes | No |
| T52. Is the assignee or transferee an alien or the representative of an alien? | (N) | Yes | No |
| T53. Is the assignee or transferee a corporation organized under the laws of any foreign government? | (N) | Yes | No |
| T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) | Yes | No |
| T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (N) | Yes | No |


• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

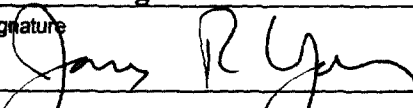
| | | | |
|--|-------|-----|----|
| T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? | (N) | Yes | No |
| T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? | (N) | Yes | No |
| T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? | (N) | Yes | No |
| T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? | (Y) | Yes | No |

See Exhibit 2

ASSIGNOR OR TRANSFEROR CERTIFICATION

| | | |
|--|---|--|
| <p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p> | | |
| T60. Typed Name of Person Signing William P. Barr | T61. Title Exec. Vice Pres. & General Counsel | |
| T62. Signature  | T63. Date 9/30/98 | |

ASSIGNEE OR TRANSFeree CERTIFICATION

| | | | | | |
|--|-------|---|----------------------------|-------------|-------------|
| <p>The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p> | | | | | |
| T64. The assignee or transferee is a (an) | (C) | Individual | Unincorporated Association | Partnership | Corporation |
| T65. Typed Name of Person Signing James R. Young | | T66. Title Exec. Vice Pres. & General Counsel | | | |
| T67. Signature  | | T68. Date 10/1/98 | | | |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p> | | | | | |

PAGING/RADIOTELEPHONE AUTHORIZATIONS TO BE TRANSFERRED

| | | | | |
|--|---------|----|----------|----|
| Contel of Minnesota, Inc. TIN: 420844062 | KAD928 | CD | 3/30/89 | VT |
| | KAL875 | CD | 3/30/89 | VT |
| Contel of the South, Inc. TIN: 580678890 | KFJ883 | CD | 4/12/89 | VT |
| | KWB378 | CD | 4/12/89 | VT |
| GTE California Incorporated TIN: 950510200 | KKB644 | CD | 11/13/92 | VT |
| | KMM633 | CD | 5/19/89 | VT |
| | KMM687 | CD | 4/13/89 | VA |
| | KNKJ267 | CD | 10/12/95 | VT |
| | KNKJ653 | CD | 8/18/89 | VT |
| | KNKJ657 | CD | 9/11/90 | VT |
| | KNKK961 | CD | 7/5/94 | VT |
| | KNKL759 | CD | 11/28/89 | VT |
| | KSV982 | CD | 8/31/94 | VA |
| | KWT906 | CD | 3/15/89 | VA |
| GTE Florida Incorporated TIN: 590397520 | KRS703 | CD | 3/26/90 | VA |
| | KWT890 | CD | 4/6/95 | VA |
| GTE Hawaiian Telephone Company Incorporated TIN: 950049500 | KNKC945 | CD | 3/1/96 | VA |
| | KRM978 | CD | 6/9/89 | VA |
| | KWU511 | CD | 6/9/89 | VA |
| | WXR968 | CD | 6/9/89 | VA |
| GTE Midwest Incorporated TIN: 431623440 | KLF642 | CD | 2/23/89 | VA |
| | KNKD557 | CD | 3/28/89 | VT |
| | WRV281 | CD | 3/28/89 | VT |

| | | | | |
|--|---------|----|----------|----|
| GTE North Incorporated TIN: 351869961 | KDS784 | CD | 3/23/89 | VT |
| | KDS788 | CD | 8/17/89 | VT |
| | KDS797 | CD | 3/23/89 | VT |
| | KGC227 | CD | 3/15/89 | VA |
| | KGI776 | CD | 6/27/89 | VA |
| | KGI779 | CD | 5/18/95 | VA |
| | KGI783 | CD | 10/2/89 | VA |
| | KJU818 | CD | 3/15/89 | VA |
| | KLF530 | CD | 8/24/90 | VA |
| | KLF501 | CD | 5/15/89 | VA |
| | KLF568 | CD | 2/23/89 | VA |
| | KLF636 | CD | 2/23/89 | VA |
| | KNKJ298 | CD | | VA |
| | KNKK725 | CD | 11/21/88 | VA |
| | KQZ703 | CD | 2/23/89 | VA |
| | KQZ733 | CD | 3/15/89 | VA |
| | KQZ746 | CD | 3/15/89 | VA |
| | KQZ751 | CD | 2/23/89 | VA |
| | KQZ758 | CD | 11/30/93 | VA |
| | KRH639 | CD | 2/23/89 | VA |
| | KRH645 | CD | 2/23/89 | VA |
| | KRM495 | CD | 8/28/90 | VA |
| | KRS624 | CD | 2/23/89 | VA |
| | KRS667 | CD | 2/23/89 | VA |
| | KSJ617 | CD | 3/28/89 | VT |
| | KSJ621 | CD | 2/23/89 | VA |
| | KSJ624 | CD | 3/28/89 | VT |
| | KSJ768 | CD | 3/28/89 | VT |
| | KSJ802 | CD | 3/28/89 | VT |
| | KSJ814 | CD | 3/28/89 | VT |
| | KSJ815 | CD | 2/23/89 | VA |
| | KSJ822 | CD | 2/23/89 | VA |
| | KUS303 | CD | 6/27/89 | VT |
| | KWT858 | CD | 3/28/89 | VT |
| | KWU367 | CD | | VT |
| | KWU386 | CD | 3/15/89 | VA |

| | | | | |
|--|--------|----|----------|----|
| GTE South Incorporated TIN: 560656680 | KIY450 | CD | 2/17/89 | VA |
| | KQZ735 | CD | 10/20/92 | VA |
| | WQZ661 | CD | 3/30/89 | VT |
| | KRH662 | CD | 5/19/89 | VA |
| | WXS400 | CD | 3/30/89 | VT |
| GTE Southwest Incorporated TIN: 750573444 | KFL875 | CD | 4/5/89 | VA |
| | KFL879 | CD | 4/4/89 | VA |
| | KFL909 | CD | 4/5/89 | VA |
| | KFL951 | CD | 4/5/89 | VA |
| | KFQ943 | CD | 4/5/89 | VA |
| | KKB865 | CD | 3/15/89 | VT |
| | KKO350 | CD | 4/4/89 | VA |
| | KKO351 | CD | 4/4/89 | VA |
| | KKQ966 | CD | 4/4/89 | VA |
| | KKQ969 | CD | 5/9/89 | VT |
| | KLB326 | CD | 4/4/89 | VA |
| | KLB517 | CD | 3/15/89 | VT |
| | KLB578 | CD | 4/5/89 | VA |
| | KLB767 | CD | 3/15/89 | VT |
| | KLB768 | CD | 3/15/89 | VT |
| | KLB789 | CD | 3/15/89 | VT |
| | KLB790 | CD | 4/4/89 | VA |
| | KLB791 | CD | 4/4/89 | VA |
| | KLB792 | CD | 4/4/89 | VA |
| | KLF468 | CD | 6/27/89 | VA |
| | KLF548 | CD | 4/5/89 | VA |
| | KLF564 | CD | 4/4/89 | VA |
| | KMM696 | CD | 3/31/89 | VA |
| | KMM699 | CD | 4/6/89 | VA |
| | KQZ724 | CD | 10/11/89 | VA |
| | KQZ781 | CD | 7/17/89 | VA |
| | KRM986 | CD | 4/5/89 | VA |
| | KRM988 | CD | 4/6/89 | VA |
| | KSV925 | CD | 6/9/89 | VA |
| | KWA659 | CD | 4/6/89 | VA |
| | KWA660 | CD | 4/6/89 | VA |

PENDING PROCEEDINGS

Response to Item T59:

New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc., ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut)

Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

Cellular Systems of Newberry, Inc., v. Celco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

Electronics Store, Inc., v. Celco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland) Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc. (Massachusetts Superior Court) Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

In Re Vermont RSA Limited Partnership (Vermont Environmental Board) While the following case is not reportable under this question, it is being disclosed for information purposes. In July 1998, the Board granted a petition by the town of Sharon,

Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Celco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**

Electronic Fee Audit Code
16755228741719
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. 1 OF 1

APPROVED BY OMB 3060-0589

SPECIAL USE

FCC USE ONLY
Wireless - Rural Radio

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card)

GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 4,500.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (Include area code)

202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card)

Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10036

(17) DAYTIME TELEPHONE NUMBER (Include area code)

212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

KAI84

(20A) PAYMENT TYPE CODE (PTC)

C G R

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 135.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

KAM26 et al.

(20B) PAYMENT TYPE CODE (PTC)

C A R

(21B) QUANTITY

97

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 4,365.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 2 3 2 2 5 9 8 8 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

MONTH YEAR

DATE

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

| (a) Fee Type Code | (b) Fee Multiple | (c) Fee Due for Fee Type Code in (a) | (d) Total Amount Due | FCC Use Only |
|-------------------|------------------|--------------------------------------|----------------------|--------------|
| CGR CAR | 1 97 | \$135.00 45.00 | \$ \$4500.00 | |

ASSIGNOR OR TRANSFEROR

| | | | |
|--|--|--|-------------------------------|
| T1. Name of Assignor or Transferor GTE Corporation | | T2. Voice Telephone Number 972-507-5000 | |
| T3. Assumed Name Used for Doing Business (if any) | | T4. Fax Telephone Number 972-507-5341 | |
| T5. Mailing Street Address or P.O. Box 1255 Corporate Drive, P.O. Box 152257 | | | |
| T6. City Irving | | T7. State TX | T8. Zip Code 75015 |
| T9. Name of Contact Representative (if other than Assignor or Transferor) Suzanne Carmel | | T10. Voice Telephone Number 202-463-5295 | |
| T11. Firm or Company Name GTE Service Corporation | | T12. Fax Telephone Number 202-463-5239 | |
| T13. Mailing Street Address or P.O. Box 1850 M Street, NW, Suite 1200 | | | |
| T14. City Washington | | T15. State DC | T16. Zip Code 20036 |

TYPE OF TRANSACTION

| | | |
|---|--|---|
| T17. This application requests (T) | Assignment of authorization | Consent to Transfer of Control of Licensee |
| T18. How will assignment or transfer of control be accomplished? (S) | Sale or other transfer or assignment of stock | Other |
| T19. This assignment of authorization or transfer of control of licensee is (V) | Voluntary | Involuntary |
| T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) | Yes | No |
| T21. Is local or state authorization required for this assignment or transfer of control? () | Yes | No |

All necessary authorizations will be obtained.